

# EXHIBIT F

### DECLARATION OF PHILLIP HARRINARINE

I, Phillip Harrinarine , have personal knowledge of the facts set forth below and if called to testify about them, I would do so competently.

1. My name is Phillip Harrinarine. I am over the age of 18 and reside in Wilmington, Delaware.
2. In late March or early April of 2023, my partner Thomas Woodall and I discovered Wealth Assistants by viewing Wealth Assistants' advertisements on Instagram.
3. On April 2, 2023, Woodall and I received an email from the email address [adrianna@wealthassistants.com](mailto:adrianna@wealthassistants.com). The email included as an attachment a slide deck about Wealth Assistants. A true and correct copy of the slide deck that was attached to the email is Exhibit 1 to this Declaration. We understood that slide 12 projected that a new store managed by Wealth Assistants would generate between \$49,500 and \$105,000 of profit in the first year.
4. On April 3, 2023, Woodall and I had our first call with a person who said she was a Wealth Assistants representative. She walked us through many of the slides in the slide deck referenced in the previous paragraph, including slides discussing financial projections. We heavily relied on those financial projections when we ultimately decided to sign our contract with Wealth Assistants.
5. On April 6, 2023, Woodall and I had a call with a person who identified himself as a Wealth Assistants Portfolio Manager named Phil Hall.
6. On April 6, 2023, after our phone conversation, Hall sent Woodall and me an email. The email included an attachment with the file name "New Store Sample Agreement." The Agreement included a "Buyback Warranty," which was described in Exhibit C of the Agreement. The "Buyback Warranty" guaranteed that after one year of operating the store, we would be able to sell our store back to Wealth Assistants as long as we had complied with the other terms of the agreement. We relied on that warranty when we ultimately decided to sign our contract with Wealth Assistants.
7. From reviewing the "New Store Sample Agreement," Woodall and I also understood that Wealth Assistants would provide the services described in Exhibit A of that Agreement, including but not limited to analyzing market data, providing customer service, and strategically sourcing bulk-ordered products from optimal suppliers. We relied on our understanding of the services Wealth Assistants was promising to perform when we ultimately decided to sign our contract with Wealth Assistants.
8. On April 19, 2023, Woodall and I executed a contract with Wealth Assistants that was substantively identical to the New Store Sample Agreement.
9. Per the terms of our agreement, Woodall and I wired the "onboarding fee" of \$50,000 to a bank account with the account name "Wealth Assistants, LLC" on April 20, 2023.

10. Per the terms of our agreement, Wealth Assistants agreed to manage two stores for us. One of those stores was called OffBeat Products and the other store was called Jackson Home Goods.
11. Wealth Assistants charged us a total of \$5,000 for inventory that was supposed to be listed in the Jackson Home Goods store.
12. On July 6, 2023, Woodall and I paid \$5,000 to Providence Oak Properties for what I believed was inventory for our Jackson Home Goods store.
13. On August 3, 2023, I told a representative of Wealth Assistants via email that I had paid the \$5,000 charge for the Jackson Home Goods inventory via a credit card payment to Providence Oak Properties. The representative responded via email "I spoke with upper management and they told me that Providence Oak Properties is a part of Wealth Assistants."
14. Wealth Assistants never listed a product for sale in Jackson Home Goods.
15. Wealth Assistants listed two products for sale in the OffBeat Products store: 120 units of Rit Dye and 100 units of Purina dog food. That store never listed any other inventory for sale.
16. A true and correct copy of an invoice I received from Wealth Assistants is Exhibit 9 to this Declaration. I believe this invoice was a charge for the Purina dog food that was listed in OffBeat Products store. The invoice states that the "balance due" was \$1,205.82.
17. On July 17, 2023, Woodall and I paid \$1,205.82 for our Wealth Assistants stores' inventory. We made the payment to WA Distribution LLC for \$1,205.82.
18. Woodall and I later received an invoice stating that it was a charge for the Rit Dye. The balance due on the invoice is \$5,626.25. On August 4, 2023, Woodall and I paid \$5,626.25 to satisfy the invoice.
19. As of December 3, 2023, Woodall and I had received \$1,555.61 from Amazon as a result of our stores' sales. We have not received any other revenue from our stores. We still have roughly 100 units of Rit Dye available in our OffBeat store that we have not been able to sell.

I declare under the penalty of perjury under the laws of the State of California, and under the penalty of all perjury laws of all other states in the United States, that the foregoing is true and correct.

Signature: Phillip Harrinarine  
Phillip Harrinarine (Mar 4, 2024 12:04 EST)

# EXHIBIT 1



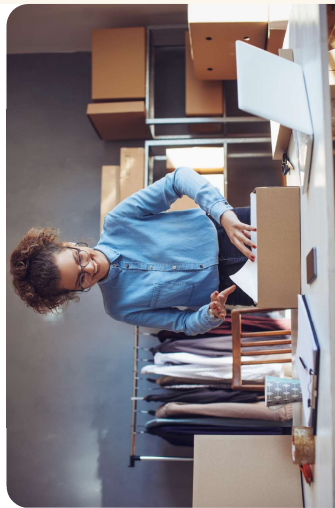


**FULFILLED BY AMAZON MANAGED STORES**

## AMAZON SELLER MANAGEMENT

### You are the business owner,

We set up and build the  
Fulfilled By Amazon Store and  
manage an the Amazon store  
ongoing for you.



### We handle almost all operational aspects:

from products sourcing, listing  
creation, ranking, inventory  
management, & customer  
support..



Our team of Ecommerce  
experts to provide your store  
the products that can  
generate the **highest sales**  
**volumes.**





## Wholesale FBA

Wholesale involves purchasing in bulk, directly from manufacturers at a discount and then shipping the inventory into Amazon's warehouses. You can sell name brand products that are fully approved on Amazon.

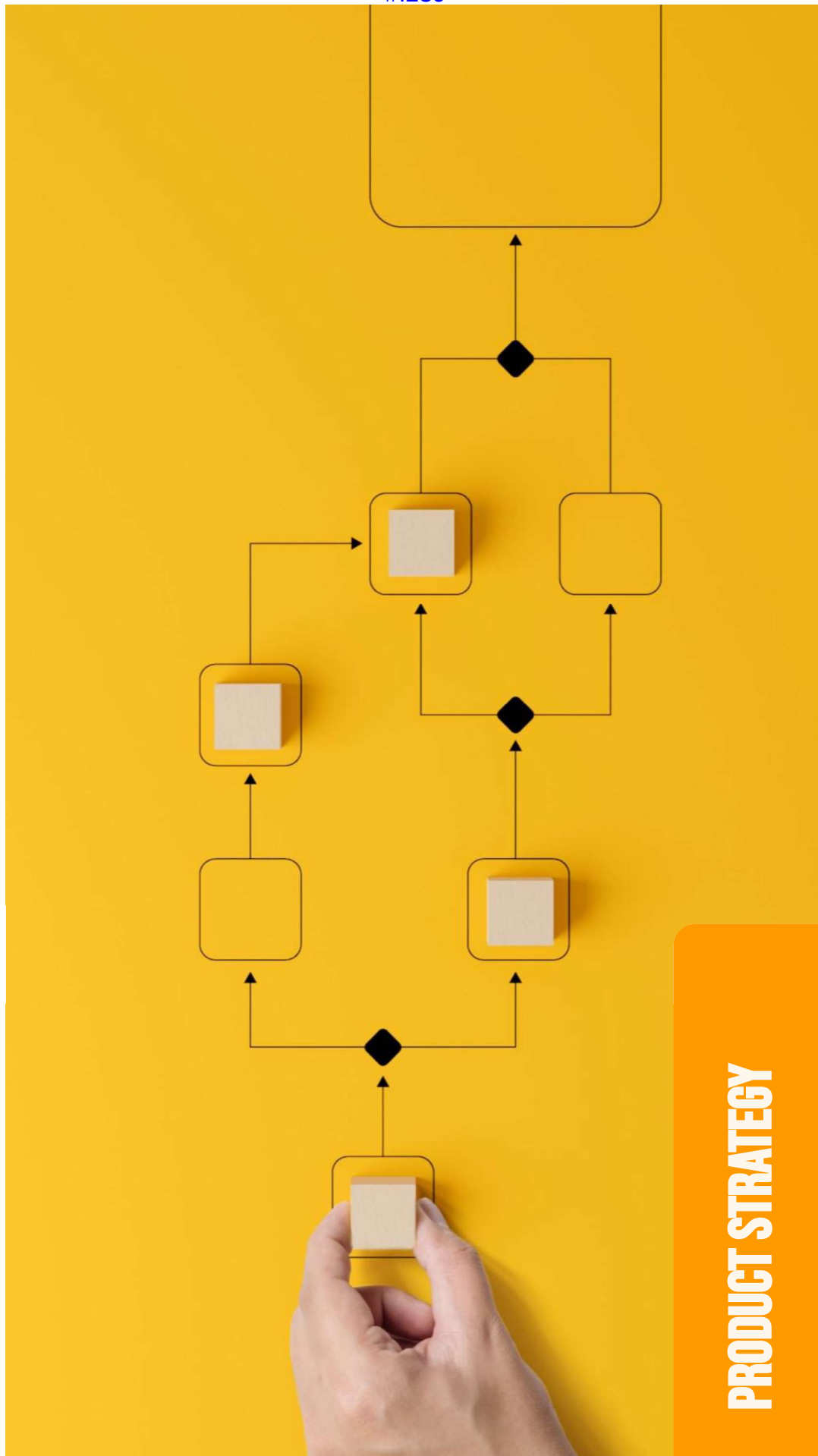












**PRODUCT STRATEGY**



## PRODUCT STRATEGY

### FBA BUSINESS MODEL

1 Our product research team is constantly analyzing market data to find top selling products for your store.

2 We leverage our vast supplier relationships to acquire inventory at the cheapest wholesale price for you.

3 We place orders for you and quality-check all inventory at our prep center warehouses.

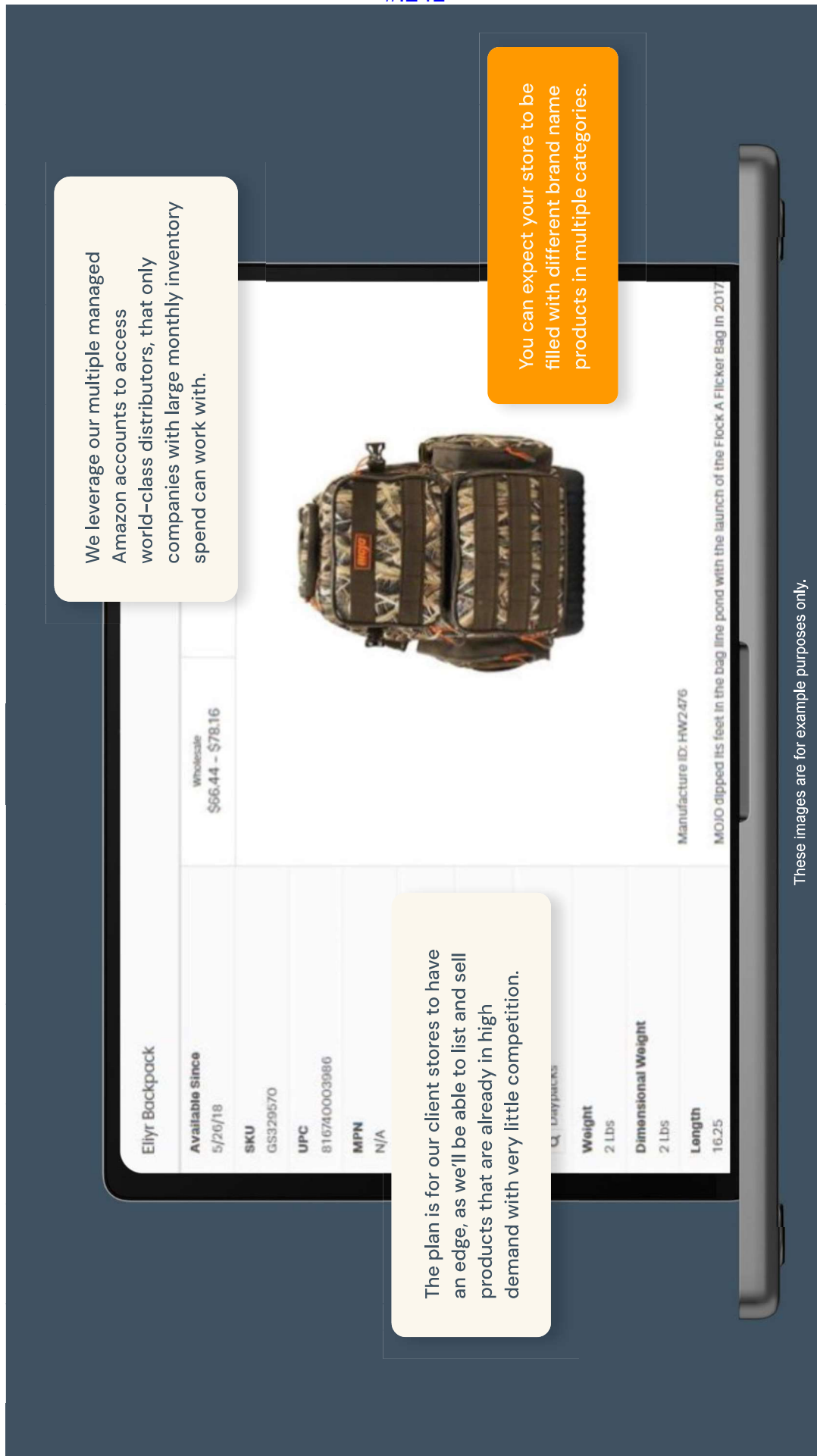
4 Products are shipped to Amazon FBA centers around the country and listed on Amazon with Prime Shipping.

5 Orders get placed by customers with a goal of 15–35% markups and directly shipped to them by Amazon.

6 After your first 90 days selling on Amazon we are able to quickly increase the products and working capital.

7 We continue growing your SKUs by reinvesting your capital into ordering more inventory for your store.

8 Operations will add higher cost products and increase units limits with the goal to get your store generating revenue as soon as possible



These images are for example purposes only.



# PROBATION PERIOD

**[MONTHS 1 - 3]:**

Expect sales to be slow as we're warming up your Amazon account.



## Sales Summary

**\$5,877.98**

ORDERED PRODUCT SALES	UNITS
Today	3
7 Days	10
15 Days	10
30 Days	10

These images and sales summary are not actual and are used for example purposes only. Wealth Assistants is in no way affiliated, associated, authorized, endorsed by, or any way officially connected with Amazon INC. No client's success, earnings, or production results should be viewed as typical, average, or expected. Not all clients achieve the same of similar results, due to many factors including, but not limited to, the amount of inventory purchased per month to be sold on your store, margin of products sold, and your results may be higher or lower than those stated in our clients testimonials. This is why we offer a conditional buy back clause described in our service agreements to those that decide to partner with us.

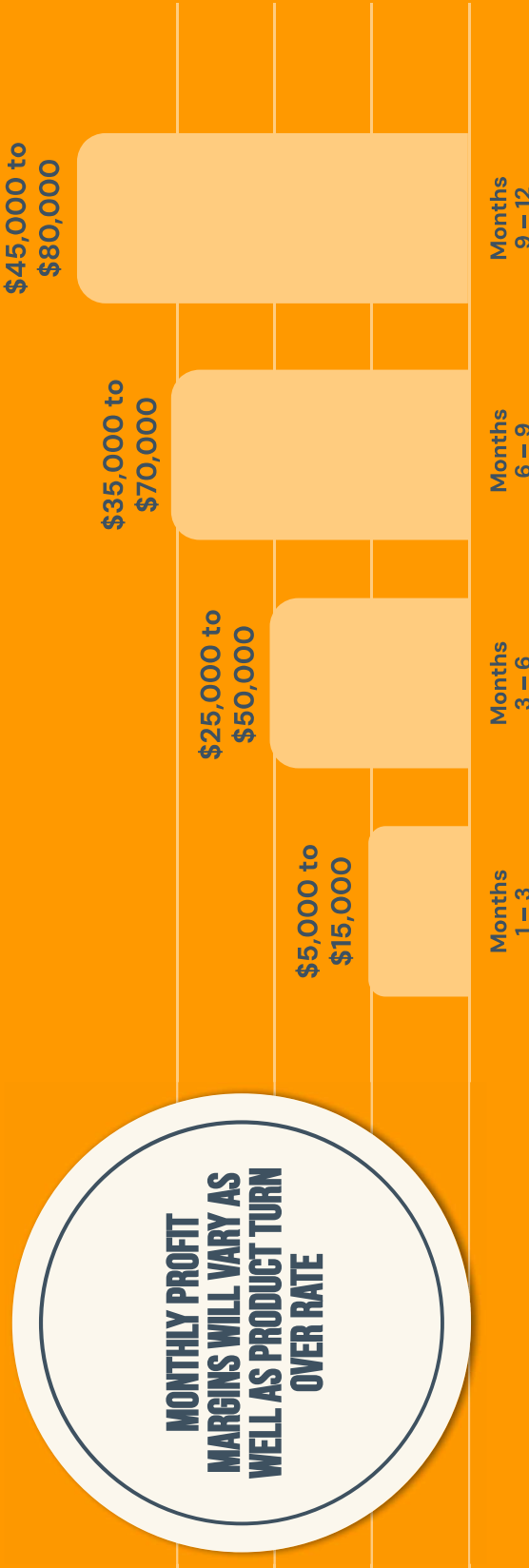
## OUR AMAZON MANAGEMENT PROJECTIONS

MONTH	HYPOTHETICAL GROSS SALES	HYPOTHETICAL PROFIT TOTALS	HYPOTHETICAL MARGINS
1 to 3	up to \$20,000	up to \$4,000	15–20%
3 to 6	\$20,000 to \$35,000	\$3,000 to \$7,000	15–20%
6 to 9	\$35,000 to \$50,000	\$5,000 to \$10,000	15–20%
9 to 12	\$50,000 to \$80,000	\$7,500 to \$16,000	15–20%
<b>First year totals</b>	<b>\$315,000 to \$525,000</b>	<b>\$49,500 to \$105,000</b>	<b>15–20%</b>
12 to 16	\$80,000 to \$110,000	\$12,000 to \$22,000	15–20%
16 to 20	\$110,000 to \$135,000	\$16,500 to \$27,000	15–20%
20 to 24+	\$135,000 to \$185,000+	\$20,250 to \$37,000+	15–20%

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\*Please note these numbers are before our profit splits

## PROJECTED WORKING CAPITAL OVERVIEW



**YEAR 2+**

After establishing the foundation of your Amazon business year one, we can start allocating up to \$500K/mo in working capital.

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OUR ONE TIME

SET UP FEE OPTIONS

Monthly Profit Split:

50% (Client)

Owner Net Income

50% (Wealth Assistants)

Success Fee

Onboarding fee

\$45,000

Monthly Profit Split:

70% (Client)

Owner Net Income

30% (Wealth Assistants)

Success Fee

Onboarding fee

\$55,000

Yearly Fee:

\$2,500 + The option to buy  
into a lower profit split

Estimated Onboarding Time:

Setting up a new Amazon account & sourcing products typically  
takes 10 weeks until completion and your store is live.

Exhibit F to Motion for TRO

174

## OUR 100%

## STORE BUY BACK\*\*

We're so confident in our ability to build you an income stream on Amazon that we offer all of our clients a 12-18 month buyback on their initial onboarding investment.



### How it works:

If you have not recouped your initial investment back within 12-18 months from your first sale we will give you the opportunity to either:

1

Have us buy back your Amazon store from you at the price difference you didn't make back or...

2

We will waive your annual store renewal fee and continue operating and scaling your Amazon Store free of charge.

\* See "buy-back" clause in our service agreements

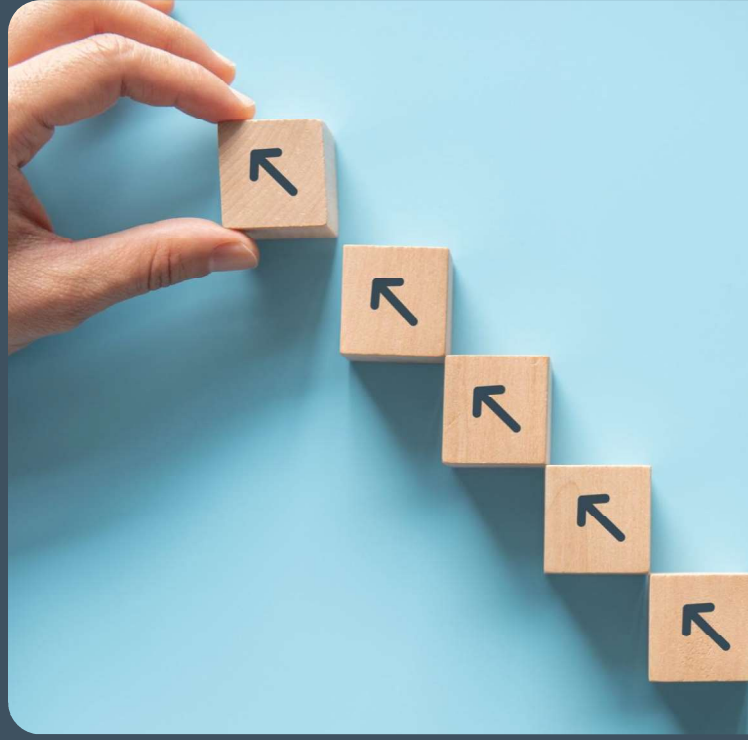
\*\* Please request and read our service agreement so you understand our buy back clause prior to hiring us to manage your store

## **LOOKING TO ACQUIRE ACQUIRED AMAZON ACCOUNTS**

**Looking to ramp up your  
Amazon store and skip the  
probationary period?**

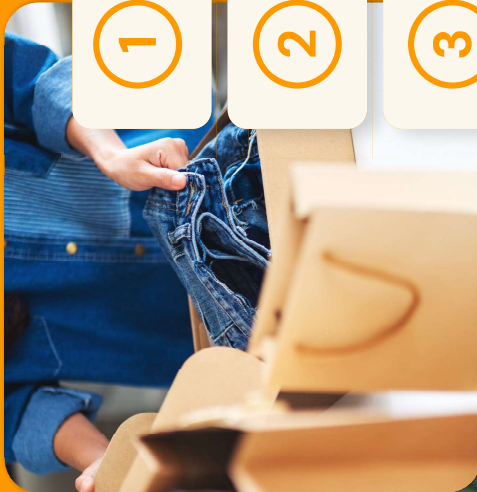
Our Amazon sourcing team can help you acquire an Amazon account with pre-existing sales, customer reviews, and whitelisted brands.

Acquired stores have been grandfathered into the marketplace and have built up tons of seller rapport from years of good selling history and customer care. This allows us to scale them to a high sales volume much faster than a new store account.





## WHY CHOOSE AN ACQUISITION ACCOUNT?



1

High account health with a very low probability of any type of Amazon suspension.

2

Already established a high SEO ranking.

3

Get access to even more exclusive brands to sell.

4

Get faster payouts from Amazon and compound your cash-flow quickly.

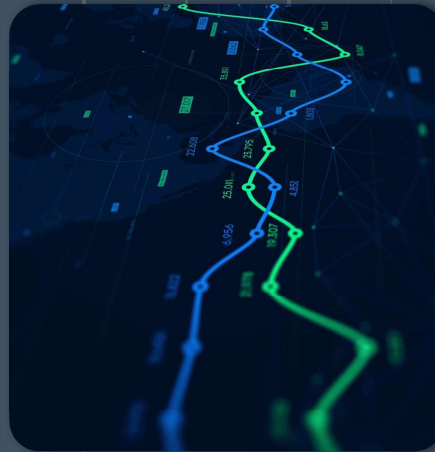
5

Skip Amazon's probationary period and hit the ground running.



# ACQUISITION STORE WORKING CAPITAL

● Monthly FBA Working Capital Required



\$10,000 to \$80,000+ /mo

Months 1 – 3

Months 3 – 6

Months 6 – 9

Months 9 – 12

\$40,000 to \$80,000+ /mo

\$40,000 to \$80,000+ /mo

\$40,000 to \$80,000+ /mo

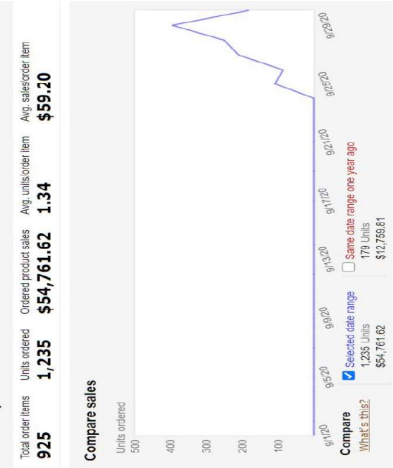
Our team will work closely with you and your budget to help reinvest profits back into the business so we can scale quickly. Depending on your restocking we can ramp to 500k per month the following year

AMAZON ACCOUNT ACQUISITION CASE STUDY:  
CLEARWATER GROUP

1

Month

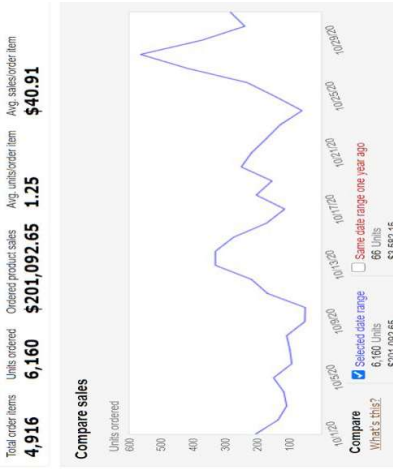
\$5,137.22  
(13%) Net Profit



2

Month

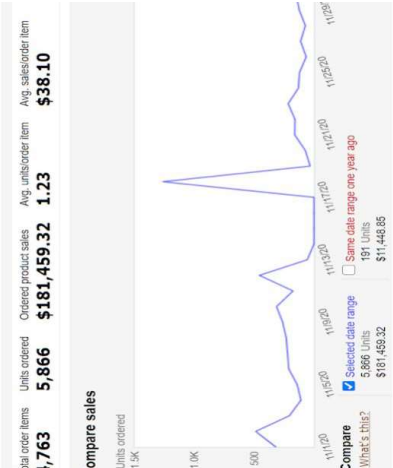
\$19,323.34  
(14%) Net Profit



3

Month

\$26,034.86  
(25%) Net Profit



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## ACQUISITION FEE

Monthly Profit Split:

**50% (Client)**

Owner Net Income

**50% (Wealth Assistants)**

Success Fee

Onboarding fee

**\$75,000**

Monthly Profit Split:

**70% (Client)**

Owner Net Income

**30% (Wealth Assistants)**

Success Fee

Onboarding fee

**\$125,000**

### Yearly Renewal Fee:

\$2,500 + The option to buy into the higher profit split

### Estimated Onboarding Time:

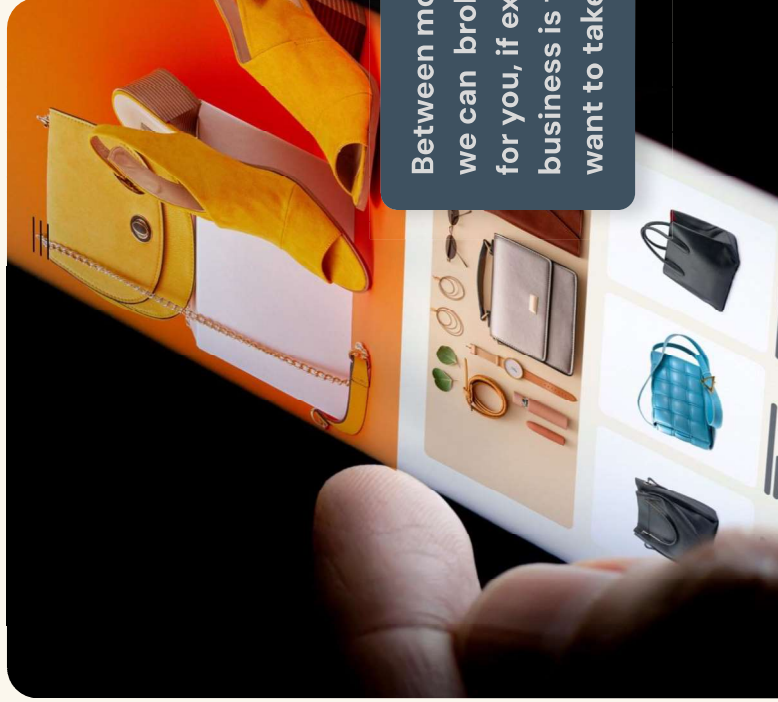
Acquiring an Amazon account, transferring ownership, & sourcing products typically takes 10 weeks until completion and your store is selling your products.

## WANT TO EXIT YOUR BUSINESS IN 2-3 YEARS?

**You don't just own a cash flowing store when you work with us. You own a cash flowing Asset.**

Which means you'll have the opportunity to sell your business to investors, 2-3 years from opening up your Amazon store (once your sales are \$100K+/monthly).

Investors pay top dollar for this Asset class with a 3-5X multiple on your EBITDA, with a potential of a seven figure lump sum buyout.



## **REFERRAL PROGRAM**

Know someone who would also like to create this type of cash flow by owning an Amazon business?

Refer them to Wealth Assistants and earn a \$3,000 referral bonus.

**\$3,000/REFERRAL**





## NEXT STEPS FROM HERE

**5** **Launch!** After the onboarding and setup phase is complete (10 weeks) your store is open with products to sell!

**4** **Onboarding.** Once wire is confirmed we'll start the onboarding process. We'll hold your hand through the setup of your accounts, secure working capital if needed, and begin assembling your team.

**3** **Wire Funds.** We accept payment via wire transfer, ACH, cashiers checks, or even cryptocurrency.

**2** **Review and sign Service Agreement.** Our service agreement covers all the legal protection of both parties, and has our promises and guarantees in writing.

**1** **Hold your spot.** As we enter into our partnership we sometimes ask for an engagement fee. This protects our calendar and holds your spot while both parties are getting their ducks in a row.





# WELCOME TO THE WORLD OF FULFILLED BY AMAZON STORES

**GET STARTED**






# Time-sensitive | Condensed Harrinarine Declaration

Final Audit Report

2024-03-04

Created:	2024-03-04
By:	Nico Banks (nico@bankslawoffice.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAAnYHYwmhdhnbpo9z0KJi9eWxiTnk0uoe

## "Time-sensitive | Condensed Harrinarine Declaration" History

-  Document created by Nico Banks (nico@bankslawoffice.com)  
2024-03-04 - 3:41:14 PM GMT
-  Document emailed to Phillip Harrinarine (pharrinarine@yahoo.com) for signature  
2024-03-04 - 3:41:27 PM GMT
-  Email viewed by Phillip Harrinarine (pharrinarine@yahoo.com)  
2024-03-04 - 5:04:14 PM GMT
-  Document e-signed by Phillip Harrinarine (pharrinarine@yahoo.com)  
Signature Date: 2024-03-04 - 5:04:54 PM GMT - Time Source: server
-  Agreement completed.  
2024-03-04 - 5:04:54 PM GMT